

Exhibit A

Budget and Staffing Report
Greenberg Traurig, LLP
March 1, 2021 – June 30, 2021
(Second Interim Period)¹

Task Code	Project Category	Estimated Hours	Estimated Fees
B800.803	Business Operations	5.00	\$3,500.00
B800.804	Case Administration	50.00	\$35,000.00
B800.805	Claims Administration & Objections	100.00	\$75,000.00
B800.807	Stay Relief	5.00	\$3,500.00
B800.809	Financing Matters & Cash Collateral	5.00	\$4,500.00
B800.810	Litigation Matters	5.00	\$4,000.00
B800.812	Plan & Disclosure Statement	125.00	\$125,000.00
B800.813	Fee/Employment Applications	50.00	\$35,000.00
B800.824	Preparation/Review Reports	5.00	\$4,000.00
B800.831	Creditors' Committee – General	5.00	\$4,000.00
B800.832	Creditor Inquiries	15.00	\$10,000.00
B800.833	Court Hearings	20.00	\$20,000.00
B800.834	General Corporate Matters	5.00	\$4,000.00
B800.835	Leases and Executory Contracts	15.00	\$10,000.00
B800.837	Utility Matters	5.00	\$3,500.00
B800.838	Sale of Property	5.00	\$4,000.00
B800.845	Tax Matters	5.00	\$5,000.00
Total:		425.00	\$350,000.00

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter During the Budget Period	Average Hourly Rate
Shareholders	5	\$1,000.00
Associates	5	\$600.00
Paralegals	2	\$325.00

¹ These amounts are based on Greenberg Traurig's good faith estimates.

Exhibit B

**Comparison of Fees and Hours Budgeted¹ to Fees and Hours
Billed During the Second Interim Period for Greenberg Traurig, LLP**

Task Code	Project Category	Estimated Hours	Actual Hours Billed	Estimated Fees	Actual Fees
B800.803	Business Operations	5.00	1.00	\$3,500.00	\$1,300.00
B800.804	Case Administration	50.00	81.70	\$35,000.00	\$75,611.00
B800.805	Claims Administration & Objections	100.00	138.50	\$75,000.00	\$106,722.50
B800.807	Stay Relief	5.00	9.80	\$3,500.00	\$6,612.50
B800.809	Financing Matters & Cash Collateral	5.00	7.90	\$4,500.00	\$6,698.00
B800.810	Litigation Matters	5.00	4.70	\$4,000.00	\$4,264.00
B800.812	Plan & Disclosure Statement	125.00	152.80	\$125,000.00	\$135,481.50
B800.813	Fee/Employment Applications	50.00	71.60	\$35,000.00	\$46,337.50
B800.824	Preparation/Review Reports	5.00	6.00	\$4,000.00	\$5,021.50
B800.831	Creditors' Committee – General	5.00	0.70	\$4,000.00	\$541.00
B800.832	Creditor Inquiries	15.00	12.50	\$10,000.00	\$9,656.00
B800.833	Court Hearings	20.00	18.80	\$20,000.00	\$16,732.50
B800.834	General Corporate Matters	5.00	0.40	\$4,000.00	\$392.00
B800.835	Leases and Executory Contracts	15.00	38.50	\$10,000.00	\$31,338.00
B800.837	Utility Matters	5.00	14.00	\$3,500.00	\$10,355.00
B800.838	Sale of Property	5.00	9.00	\$4,000.00	\$9,044.00
B800.845	Tax Matters	5.00	14.60	\$5,000.00	\$15,362.00
Total:		425.00	582.50	\$350,000.00	\$481,469.00

¹ These amounts are based on Greenberg Traurig's good faith estimates.

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter During the Interim Period	Actual Number of Timekeepers During the Interim Period	Estimated Average Hourly Rate	Actual Blended Hourly Rate
Shareholders	5	6	\$1,000.00	\$1,071.26
Associates	5	4	\$600.00	\$655.28
Paralegals	2	1	\$325.00	\$330.00

Exhibit C

**Customary and Comparable Compensation
Disclosure with Fee Application**
(Second Interim Period and Final Application Period)

Blended Hourly Rate Disclosures			
Category of Timekeeper	Billed¹ In comparable practice areas for preceding calendar year	Billed Firm-wide for preceding calendar year (excluding bankruptcy matters)	Billed This Application
Shareholders	\$1,151.00	\$913.29	\$1,071.26 (Second Interim) \$991.25 (Final)
Associates	\$633.75	\$515.67	\$655.28 (Second Interim) \$610.01 (Final)
Paralegals	\$330.00	\$378.33	\$330.00 (Second Interim) \$346.86 (Final)

¹ These rates reflect those of Greenberg Traurig, LLP's Chicago, Delaware, and Minneapolis offices, as the primary timekeepers in these cases are resident in those offices, in the following practice areas: Corporate, Litigation, Intellectual Property, Real Estate, and Tax.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**CERTIFICATION REGARDING SECOND
INTERIM FEE APPLICATION OF GREENBERG TRAURIG, LLP**

I, Nancy A. Peterman, hereby declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury as follows:

1. I am a Shareholder at Greenberg Traurig, LLP (“**Greenberg Traurig**”), which maintains offices for the practice of law at 77 West Wacker Dr., Suite 3100, Chicago, Illinois 60601. I am an attorney-at-law, duly admitted and in good standing to practice in the States of Illinois and New York, and I am admitted *pro hac vice* in the United States Bankruptcy Court for the District of Delaware.

2. I make this certification regarding the *Combined Second Interim Application and Final Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from November 9, 2020 through June 30, 2021* (the “Final Fee Application”) to certify to certain matters addressed in the *Administrative Order Establishing Procedures for Monthly, Interim, and Final Compensation and Reimbursement of Expenses of Professionals Retained in these Chapter 11*

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

Cases [Docket No. 202] (the “Compensation Procedures Order”).

3. Specifically, I have reviewed the Final Fee Application, including each monthly fee application relating to the period from November 9, 2020 through and including June 30, 2021 (the “Final Application Period”), and I hereby certify that such applications comply with the Compensation Procedures Order and the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the United States Bankruptcy Court for the District of Delaware. In addition, I hereby certify that, in accordance with the Compensation Procedures Order, and in connection with preparing the Final Fee Application, Greenberg Traurig has made a reasonable effort to comply with the U.S. Trustee Program’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”). To that end, Greenberg Traurig specifically responds to certain questions identified in the U.S. Trustee Guidelines as follows:

- **Question 1:** Did Greenberg Traurig agree to any variations from, or alternatives to, Greenberg Traurig’s standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.
 - Answer: No.
- **Question 2:** If the fees sought in the Final Fee Application as compared to the fees budgeted for the time period covered by the Final Fee Application are higher by 10% or more, did Greenberg Traurig discuss the reasons for the variation with the client?
 - Answer: No.
- **Question 3:** Have any of the professionals included in the Final Fee Application varied their hourly rate based on geographic location of the bankruptcy case?
 - Answer: No.
- **Question 4:** Does the Final Fee Application include time for fees related to reviewing or revising time records or preparing, reviewing or revising invoices?

- **Answer:** No.
- **Question 5:** Does the Final Fee Application include time for fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.
 - **Answer:** No.
- **Question 6:** Does the Final Fee Application include any rate increases since retention in these cases?
 - **Answer:** Yes. The application reflects regular yearly rate increases from 2020 to 2021, as detailed in the summary cover sheet.

[Remainder of page intentionally left blank.]

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Dated: July 6, 2021

Respectfully submitted,

GREENBERG TRAURIG, LLP

/s/ Nancy A. Peterman

Nancy A. Peterman (admitted *pro hac vice*)

77 West Wacker Dr., Suite 3100

Chicago, Illinois 60601

Telephone: (312) 456-8400

Facsimile: (312) 456-8435

Email: petermann@gtlaw.com

*Counsel for the Debtors
and Debtors in Possession*